



QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2007
OF THE CONDITION AND AFFAIRS OF THE

OmniCare Health Plan, Inc.

NAIC Group Code	1137	1137	NAIC Company Code	12193	Employer's ID Number	20-1052897
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health []		Property/Casualty []		Dental Service Corporation []	
	Vision Service Corporation []		Other []		Health Maintenance Organization [X]	
	Hospital, Medical & Dental Service or Indemnity []		Is HMO, Federally Qualified? Yes [] No [X]			
Incorporated/Organized	04/22/2004		Commenced Business		10/01/2004	
Statutory Home Office	1333 Gratiot, Ste 400		Detroit, MI 48207			
	(Street and Number)		(City or Town, State and Zip Code)			
Main Administrative Office	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Mail Address	1333 Gratiot, Ste 400		Detroit, MI 48207			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number)	
Internet Website Address	www.omnicarehealthplan.com					
Statutory Statement Contact	Kenyata J. Rogers		313-465-1519			
	(Name)		(Area Code) (Telephone Number) (Extension)			
	KJRogers@cvty.com		313-465-1604			
	(E-Mail Address)		(Fax Number)			
Policyowner Relations Contact	1333 Gratiot, Ste 400		Detroit, MI 48207		313-465-1519	
	(Street and Number)		(City or Town, State and Zip Code)		(Area Code) (Telephone Number) (Extension)	

OFFICERS

Name	Title	Name	Title
Beverly Ann Allen	President & Chief Executive Officer	Kenyata Jamilea Rogers	Chief Financial Officer
John Joseph Ruhlmann	Senior Vice President and Corporate Controller	Francis Samuel Soistman Jr.	Executive Vice President

OTHER OFFICERS

John Joseph Stelben	Assistant Treasurer and Assistant Secretary	Claudia Bjerre	Treasurer
Jonathan David Weinberg	Assistant Secretary	Shirley Ann Roquemore	Secretary
Kenneth G. Robinson III	Assistant Treasurer		

DIRECTORS OR TRUSTEES

Francis Samuel Soistman Jr.	Bobby Lee Jones	Beverly Ann Allen	Doretha J. Wiley
Ernestine Romero			

State of Michigan
County of Wayne SS

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Beverly Ann Allen
Chief Executive Officer

Kenyata Jamilea Rogers
Chief Financial Officer

John Joseph Ruhlmann
Senior Vice President and Corporate Controller

Subscribed and sworn to before me this
day of ,

- a. Is this an original filing? Yes [X] No []
- b. If no,
1. State the amendment number
2. Date filed
3. Number of pages attached

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	10,986,267		10,986,267	8,450,369
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$ (2,082,618)), cash equivalents (\$ 996,524) and short-term investments (\$ 30,574,082)	29,487,988		29,487,988	38,388,131
6. Contract loans, (including \$ premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	40,474,255	0	40,474,255	46,838,500
11. Title plants less \$ charged off (for Title insurers only)			0	0
12. Investment income due and accrued	222,176		222,176	164,666
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers	445,907		445,907	9,041
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon			0	116,653
16.2 Net deferred tax asset	280,944	24,148	256,796	263,146
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software			0	0
19. Furniture and equipment, including health care delivery assets (\$)	87,405	87,405	0	0
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates	68,860		68,860	52,870
22. Health care (\$ 1,290,828) and other amounts receivable	1,442,040	128,457	1,313,583	916,433
23. Aggregate write-ins for other than invested assets	36,685	36,685	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	43,058,272	276,695	42,781,577	48,361,309
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	43,058,272	276,695	42,781,577	48,361,309
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Prepaid Expense.....	3,670	3,670	0	0
2302. Leasehold Improvements.....	33,015	33,015	0	0
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	36,685	36,685	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	15,229,619		15,229,619	15,387,615
2. Accrued medical incentive pool and bonus amounts	234,418		234,418	285,807
3. Unpaid claims adjustment expenses	235,960		235,960	278,355
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	.863
9. General expenses due or accrued	870,596		870,596	727,721
10.1 Current federal and foreign income tax payable and interest thereon (including \$(2,959) on realized gains (losses))	183,447		183,447	(2,110)
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others	11,097		11,097	24,886
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Payable for securities			0	1,106
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	0	0	0	0
22. Total liabilities (Lines 1 to 21)	16,765,137	0	16,765,137	16,704,243
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	10	10
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX	16,600,990	16,600,990
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	9,415,440	15,056,066
30. Less treasury stock, at cost:				
30.1 .....shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 .....shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	26,016,440	31,657,066
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	42,781,577	48,361,309
DETAILS OF WRITE-INS				
2101.				
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	0	0	0	0
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	522,340	532,681
2. Net premium income (including \$ non-health premium income).....	XXX	131,881,798	110,884,669
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of \$ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	(7,886,460)	(6,694,877)
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	123,995,338	104,189,792
Hospital and Medical:			
9. Hospital/medical benefits		76,872,448	52,898,998
10. Other professional services		4,480,379	4,650,350
11. Outside referrals			0
12. Emergency room and out-of-area		8,980,002	8,623,911
13. Prescription drugs		14,270,954	13,836,175
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....		382,223	304,077
16. Subtotal (Lines 9 to 15)	0	104,986,006	80,313,511
Less:			
17. Net reinsurance recoveries		660,349	527,761
18. Total hospital and medical (Lines 16 minus 17)	0	104,325,657	79,785,750
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ cost containment expenses.....		1,706,597	1,749,922
21. General administrative expenses.....		8,460,788	7,677,768
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			0
23. Total underwriting deductions (Lines 18 through 22)	0	114,493,042	89,213,440
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	9,502,296	14,976,352
25. Net investment income earned		1,632,760	1,656,315
26. Net realized capital gains (losses) less capital gains tax of \$		(8,454)	(5,672)
27. Net investment gains (losses) (Lines 25 plus 26)	0	1,624,306	1,650,643
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0
29. Aggregate write-ins for other income or expenses	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	11,126,602	16,626,995
31. Federal and foreign income taxes incurred	XXX	3,406,103	5,462,754
32. Net income (loss) (Lines 30 minus 31)	XXX	7,720,499	11,164,241
DETAILS OF WRITE-INS			
0601. WIC Revenue - Monthly Admin Fees.....	XXX	72,298	6,583
0602. QAAP Assessment.....	XXX	(7,958,758)	(6,701,460)
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	(7,886,460)	(6,694,877)
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901.			
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	31,657,066	22,037,552	22,037,552
34. Net income or (loss) from Line 32.....	7,720,499	11,164,241	13,476,025
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....	(14,703)	(720,536)	(853,523)
39. Change in nonadmitted assets.....	(46,422)	1,841,146	1,997,012
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....	(13,300,000)	(5,000,000)	(5,000,000)
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	(5,640,626)	7,284,851	9,619,514
49. Capital and surplus end of reporting period (Line 33 plus 48)	26,016,440	29,322,403	31,657,066
DETAILS OF WRITE-INS			
4701.			
4702.			
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	131,880,935	146,962,482
2. Net investment income	1,590,272	2,363,463
3. Miscellaneous income	(8,251,062)	(8,528,110)
4. Total (Lines 1 to 3)	125,220,145	140,797,835
5. Benefits and loss related payments	105,088,565	111,592,326
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	10,096,313	13,945,917
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	3,074,487	6,131,780
10. Total (Lines 5 through 9)	118,259,365	131,670,023
11. Net cash from operations (Line 4 minus Line 10)	6,960,780	9,127,812
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	639,930	2,981,819
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	249,300	733,319
12.7 Miscellaneous proceeds	0	1,106
12.8 Total investment proceeds (Lines 12.1 to 12.7)	889,230	3,716,244
13. Cost of investments acquired (long-term only):		
13.1 Bonds	3,190,849	3,890,809
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	0	0
13.6 Miscellaneous applications	258,860	739,347
13.7 Total investments acquired (Lines 13.1 to 13.6)	3,449,709	4,630,156
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(2,560,479)	(913,912)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	13,300,000	5,000,000
16.6 Other cash provided (applied).....	(444)	(107,212)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(13,300,444)	(5,107,212)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(8,900,143)	3,106,688
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	38,388,131	35,281,443
19.2 End of period (Line 18 plus Line 19.1)	29,487,988	38,388,131

STATEMENT AS OF SEPTEMBER 30, 2007 OF THE OmniCare Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION										
	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	57,945	.0	.0	.0	.0	.0	.0	.0	57,945	.0
2 First Quarter	58,447	.0	.0	.0	.0	.0	.0	.0	58,447	.0
3 Second Quarter	58,258	.0	.0	.0	.0	.0	.0	.0	58,258	.0
4. Third Quarter	56,943								56,943	
5. Current Year	522,340								522,340	
6 Current Year Member Months	.0									
Total Member Ambulatory Encounters for Period:										
7. Physician	302,239								302,239	
8. Non-Physician	50,965								50,965	
9. Total	353,204	.0	.0	.0	.0	.0	.0	.0	353,204	.0
10. Hospital Patient Days Incurred	26,770								26,770	
11. Number of Inpatient Admissions	6,039								6,039	
12. Health Premiums Written	132,754,623								132,754,623	
13. Life Premiums Direct.....	.0									
14. Property/Casualty Premiums Written .....	.0									
15. Health Premiums Earned	132,754,623								132,754,623	
16. Property/Casualty Premiums Earned .....	.0									
17. Amount Paid for Provision of Health Care Services	105,195,389								105,195,389	
18. Amount Incurred for Provision of Health Care Services	104,986,006								104,986,006	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

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UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	9,992,135	94,330,085	448,106	14,781,513	10,440,241	15,387,614
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8).....	9,992,135	94,330,085	448,106	14,781,513	10,440,241	15,387,614
10. Healthcare receivables (a)		282,272			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	191,592	303,501	11,614	222,804	203,206	285,807
13. Totals	10,183,727	94,351,314	459,720	15,004,317	10,643,447	15,673,421

(a) Excludes \$ loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. - 8. No significant changes.
9. Income Taxes

a. The components of the net deferred tax asset are as follows:

	09/30/2007	12/31/2006
Total of gross deferred tax assets	317,438	332,141
Total of deferred tax liabilities	(36,494)	(36,494)
Net deferred tax asset	280,944	295,647
Deferred Tax Asset nonadmitted	24,148	32,501
Net admitted deferred tax asset	256,796	263,145
Increase (decrease) in DTAs nonadmitted	(8,353)	

b. Deferred tax liabilities are not recognized for the following amounts:

None

c. The provisions for incurred taxes on earnings for the years ended December 31 are:

	09/30/2007	12/31/2006
Federal	3,406,103	6,191,016
Foreign	-	-
	3,406,103	6,191,016
Federal Income Tax on net capital gains	-	-
Utilization of capital loss carry-forwards	-	-
Federal and foreign income taxes incurred	3,406,103	6,191,016

The tax effect of temporary difference that give rise to significant portions of deferred tax assets and deferred tax liabilities are:

Deferred Tax Assets:	09/30/2007	12/31/2006	Change
CY Discounted unpaid claims	110,909	107,894	3,015
CY Discounted unearned premiums	0	61	(61)
Bad debt expense reserve	41,177	80,766	(39,589)
Vacation pay accrual	38,774	36,014	2,760
Accrued bonuses	18,428	18,428	0
Rent Abatement Adjustment	12,320	12,320	0
Retention bonus	7,439	7,439	0
Nonadmitted assets	88,391	69,221	19,171
Total deferred tax assets	317,438	332,141	(14,703)
Nonadmitted deferred tax assets	(24,148)	(32,501)	8,353
Admitted deferred tax assets	293,290	299,639	(6,349)
Deferred Tax Liabilities:			
Total deferred tax liabilities	36,494	36,494	0
Net admitted deferred tax asset	256,796	263,145	(6,349)
	0		

The change in net deferred income taxes is comprised of the following (exclusive of nonadmitted assets):

	09/30/007	12/31/2006	Change
Total deferred tax assets	317,438	332,141	(14,703)
Total deferred tax liabilities	36,494	36,494	-
Net deferred tax asset	280,944	295,647	(14,703)
Tax effect of unrealized gains(losses)			-
Change in net deferred income tax			(14,703)

d. The provision for federal income taxes incurred is different from that which would be obtained by applying the statutory Federal income tax rate to income before taxes. The significant items causing this difference are as follows:

	09/30/2007
Provision computed at statutory rate	3,894,311
Tax-exempt interest	(37,342)
Meals and entertainment	1,214
Investment fees relating to tax-exempt income	956
Penalties	14
Stock options	(247,919)
Incentive compensation	(203,354)
CY Discounted unpaid claims	3,015
CY Discounted unearned premiums	(61)
Bad debt expense reserve	(39,589)
Vacation pay accrual	2,760
True-Up	32,098
Total Statutory income taxes	3,406,103
Federal income taxes incurred	3,388,708

NOTES TO FINANCIAL STATEMENTS

True-Up	32,098
Change in net deferred income taxes	
	<u>(14,703)</u>
Total Statutory income taxes	<u>3,406,103</u>

e. Amount of net loss carryforwards available to offset future taxable income (from the current year:)

None - The tax benefit of any current and prior operating losses has been realized as a result of the intercompany tax allocation agreement with the parent.

2. Amount of federal income taxes incurred in the current year and each preceding year that are available for recoupment in the event of future losses:

2007	3,406,103
2006	6,191,016

f. 1. The Company's taxable income or loss is included in the consolidated federal income tax return of its parent company, Coventry Health Care, Inc. The names of the entities with whom the Company's federal income tax return is currently consolidated are included on pages 19 and 19.1 of this Statement (Schedule Y).

2. The method of titax allocation between the companies is subject to written agreement approved by management of the respecve companies. The tax allocation agreement with the Parent is based upon taxes incurred on net income. Intercompany tax b

10. Information Concerning Parent, Subsidiaries and Affiliates.

On April 2, 2007, the Plan paid a \$13.3 million dividend to its sole common stockholder and parent company, Coventry Healthcare, Inc.

11. - 13. No Significant Changes since 12/31/2006.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [] No [X]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [] No []
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [] No [X]
- 2.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [X] No []

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [] No [X]
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

If yes, attach an explanation.

Yes [X] No [] NA []
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2005
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2005
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/24/2006
- 6.4

By what department or departments?
Office of Financial and Insurance Services.....
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?.....

Yes [] No [X]
- 7.2

If yes, give full information:
.....
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?.....

Yes [] No [X]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
.....
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?.....

Yes [] No [X]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?.....

Yes ☒ No ☐

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11

If the response to 9.1 is No, please explain:

.....

9.2

Has the code of ethics for senior managers been amended?.....

Yes ☐ No ☒

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).

.....

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes ☐ No ☒

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

.....

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes ☒ No ☐

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

68,860

INVESTMENT

11.1

Has there been any change in the reporting entity's own preferred or common stock?

Yes ☐ No ☒

11.2

If yes, explain:

.....

12.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes ☐ No ☒

12.2

If yes, give full and complete information relating thereto:

.....

13.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$0

14.

Amount of real estate and mortgages held in short-term investments:

\$0

15.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes ☐ No ☒

15.2

If yes, please complete the following:

		1		2
		Prior Year-End		Current Quarter
		Book/Adjusted		Book/Adjusted
		Carrying Value		Carrying Value
15.21	Bonds .....	\$ .....	\$ .....	.....
15.22	Preferred Stock .....	\$ .....	\$ .....	.....
15.23	Common Stock .....	\$ .....	\$ .....	.....
15.24	Short-Term Investments .....	\$ .....	\$ .....	.....
15.25	Mortgage Loans on Real Estate .....	\$ .....	\$ .....	.....
15.26	All Other .....	\$ .....	\$ .....	.....
15.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal			
	Lines 15.21 to 15.26).....	\$0	\$0	
15.28	Total Investment in Parent included in Lines 15.21 to 15.26 above	\$	\$	

16.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes ☐ No ☒

16.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes ☐ No ☐

If no, attach a description with this statement.

GENERAL INTERROGATORIES

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
CITIBANK, N.A.....	3800 Citigroup Center, Building B 02/08, Tampa, FL 33610.....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes in the custodian(s) identified in 17.1 during the current quarter?

Yes [X] No []

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
Wachovia Bank, N.A.....		07/01/2007.....	Terminated relationship.....

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
104594.....	Evergreen.....	200 Berkley, Boston, MA 02116.....
107423.....	Conning & Company.....	185 Asylum Street, City Place II, Hartford, CT 06103-4105.....
25995.....	Citigroup.....	3800 Citigroup, Bldg 8 02/08 Tampa, FL 33610-9122.....

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

18.2 If no, list exceptions:

.....

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Increase (decrease) by adjustment		0
3. Cost of acquired		0
4. Cost of additions to and permanent improvements		0
5. Total profit (loss) on sales		0
6. Increase (decrease) by foreign exchange adjustment		0
7. Amount received on sales		0
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance		0
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
NONE		
1. Book value/recorded investment excluding accrued interest on mortgages owned, September 30 of prior year	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount and mortgage interest points and commitment fees		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION

Other Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
NONE		
1. Book/adjusted carrying value of long-term invested assets owned December 31 of prior year	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	8,450,370	7,546,495
2. Cost of bonds and stocks acquired	3,190,849	3,890,809
3. Accrual of discount	3,442	13,401
4. Increase (decrease) by adjustment	0	0
5. Increase (decrease) by foreign exchange adjustment	0	0
6. Total profit (loss) on disposal	0	0
7. Consideration for bonds and stocks disposed of	639,930	2,981,818
8. Amortization of premium	18,464	18,517
9. Book/adjusted carrying value, current period	10,986,267	8,450,370
10. Total valuation allowance	0	0
11. Subtotal (Lines 9 plus 10)	10,986,267	8,450,370
12. Total nonadmitted amounts	0	0
13. Statement value	10,986,267	8,450,370

STATEMENT AS OF SEPTEMBER 30, 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	42,275,378	84,241,610	83,993,448	33,333	38,234,435	42,275,379	42,556,873	48,466,303
2. Class 2 .....	.0	.0	.0	.0	.0	.0	.0	.0
3. Class 3 .....	.0	.0	.0	.0	.0	.0	.0	.0
4. Class 4 .....	.0	.0	.0	.0	.0	.0	.0	.0
5. Class 5 .....	.0	.0	.0	.0	.0	.0	.0	.0
6. Class 6	0	0	0	0	0	0	0	0
7. Total Bonds	42,275,378	84,241,610	83,993,448	33,333	38,234,435	42,275,379	42,556,873	48,466,303
PREFERRED STOCK								
8. Class 1 .....	.0	.0	.0	.0	.0	.0	.0	.0
9. Class 2 .....	.0	.0	.0	.0	.0	.0	.0	.0
10. Class 3 .....	.0	.0	.0	.0	.0	.0	.0	.0
11. Class 4 .....	.0	.0	.0	.0	.0	.0	.0	.0
12. Class 5 .....	.0	.0	.0	.0	.0	.0	.0	.0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	42,275,378	84,241,610	83,993,448	33,333	38,234,435	42,275,378	42,556,873	48,466,303

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	30,574,082	XXX	30,518,182		0

SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	21,596,268	32,061,607
2. Cost of short-term investments acquired	202,148,621	304,532,655
3. Increase (decrease) by adjustment	255,011	738,097
4. Increase (decrease) by foreign exchange adjustment	0	0
5. Total profit (loss) on disposal of short-term investments	(5,711)	(4,778)
6. Consideration received on disposal of short-term investments	193,420,107	315,731,313
7. Book/adjusted carrying value, current period	30,574,082	21,596,268
8. Total valuation allowance	0	0
9. Subtotal (Lines 7 plus 8)	30,574,082	21,596,268
10. Total nonadmitted amounts	0	0
11. Statement value (Lines 9 minus 10)	30,574,082	21,596,268
12. Income collected during period	1,053,447	1,658,637
13. Income earned during period	1,071,704	1,591,588

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S

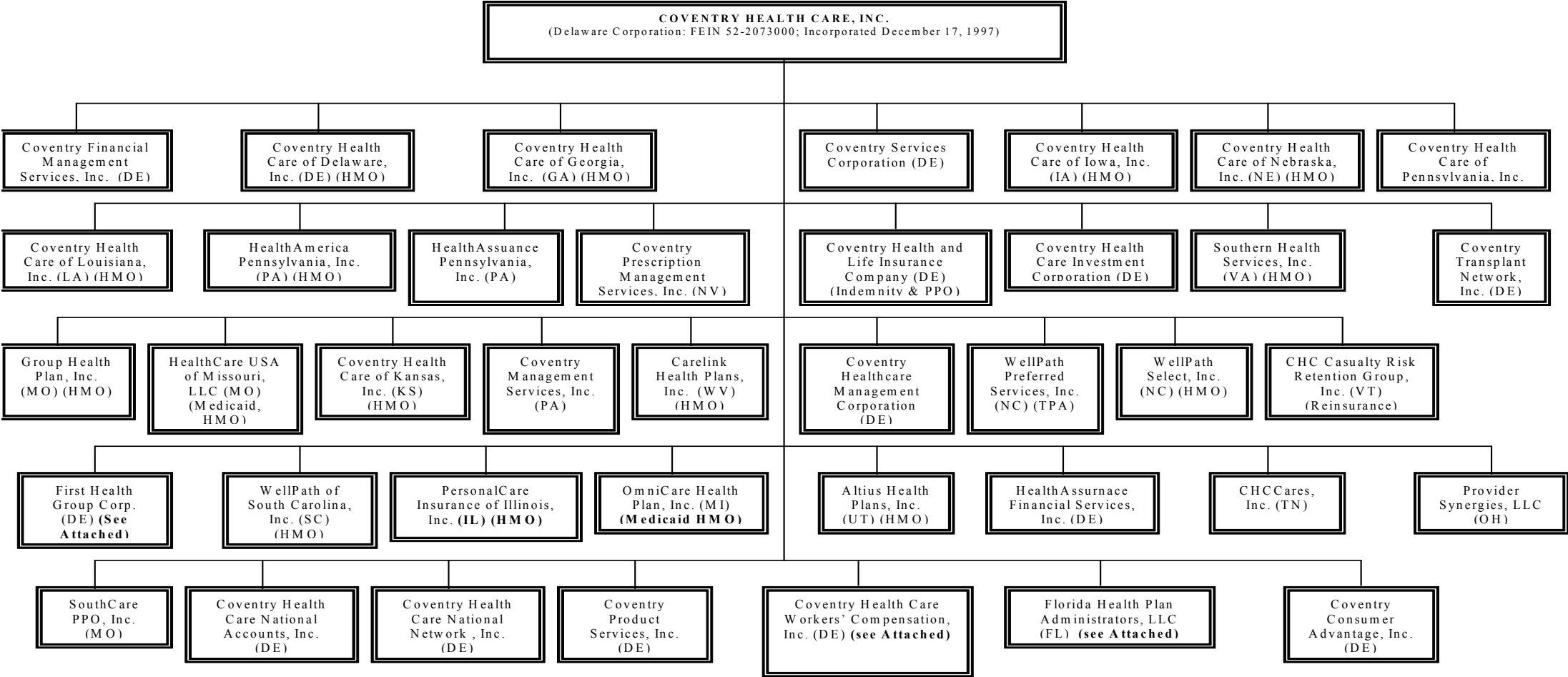
NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

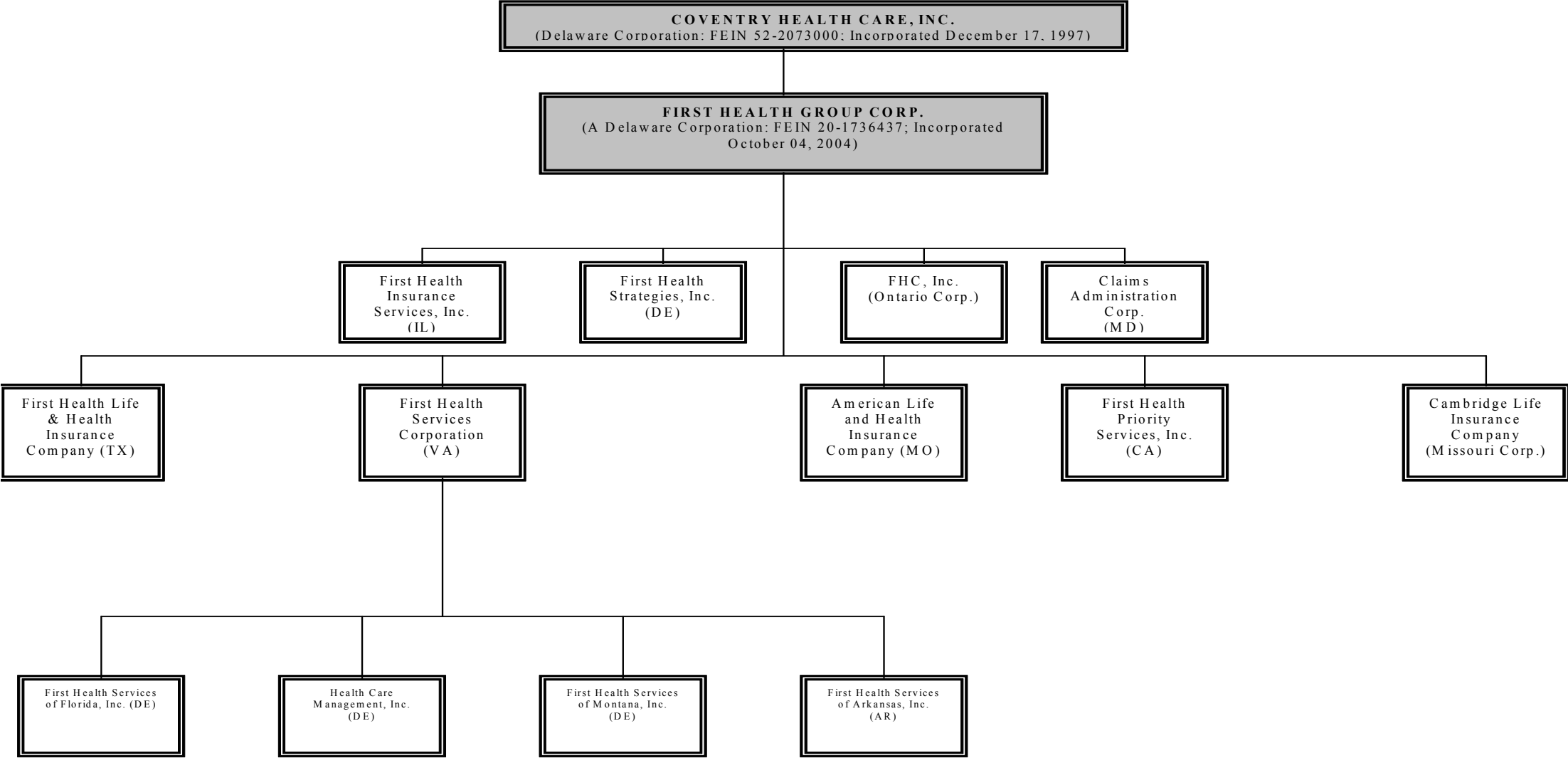
Current Year to Date - Allocated by States and Territories										
		1	Direct Business Only							
		Is Insurer Licensed (Yes or No)	2	3	4	5	6	7	8	9
States, Etc.			Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	No	0	0	0	0	0	0	0
2.	Alaska	AK	No	0	0	0	0	0	0	0
3.	Arizona	AZ	No	0	0	0	0	0	0	0
4.	Arkansas	AR	No	0	0	0	0	0	0	0
5.	California	CA	No	0	0	0	0	0	0	0
6.	Colorado	CO	No	0	0	0	0	0	0	0
7.	Connecticut	CT	No	0	0	0	0	0	0	0
8.	Delaware	DE	No	0	0	0	0	0	0	0
9.	District of Columbia	DC	No	0	0	0	0	0	0	0
10.	Florida	FL	No	0	0	0	0	0	0	0
11.	Georgia	GA	No	0	0	0	0	0	0	0
12.	Hawaii	HI	No	0	0	0	0	0	0	0
13.	Idaho	ID	No	0	0	0	0	0	0	0
14.	Illinois	IL	No	0	0	0	0	0	0	0
15.	Indiana	IN	No	0	0	0	0	0	0	0
16.	Iowa	IA	No	0	0	0	0	0	0	0
17.	Kansas	KS	No	0	0	0	0	0	0	0
18.	Kentucky	KY	No	0	0	0	0	0	0	0
19.	Louisiana	LA	No	0	0	0	0	0	0	0
20.	Maine	ME	No	0	0	0	0	0	0	0
21.	Maryland	MD	No	0	0	0	0	0	0	0
22.	Massachusetts	MA	No	0	0	0	0	0	0	0
23.	Michigan	MI	Yes	0	132,754,622	0	0	0	132,754,622	0
24.	Minnesota	MN	No	0	0	0	0	0	0	0
25.	Mississippi	MS	No	0	0	0	0	0	0	0
26.	Missouri	MO	No	0	0	0	0	0	0	0
27.	Montana	MT	No	0	0	0	0	0	0	0
28.	Nebraska	NE	No	0	0	0	0	0	0	0
29.	Nevada	NV	No	0	0	0	0	0	0	0
30.	New Hampshire	NH	No	0	0	0	0	0	0	0
31.	New Jersey	NJ	No	0	0	0	0	0	0	0
32.	New Mexico	NM	No	0	0	0	0	0	0	0
33.	New York	NY	No	0	0	0	0	0	0	0
34.	North Carolina	NC	No	0	0	0	0	0	0	0
35.	North Dakota	ND	No	0	0	0	0	0	0	0
36.	Ohio	OH	No	0	0	0	0	0	0	0
37.	Oklahoma	OK	No	0	0	0	0	0	0	0
38.	Oregon	OR	No	0	0	0	0	0	0	0
39.	Pennsylvania	PA	No	0	0	0	0	0	0	0
40.	Rhode Island	RI	No	0	0	0	0	0	0	0
41.	South Carolina	SC	No	0	0	0	0	0	0	0
42.	South Dakota	SD	No	0	0	0	0	0	0	0
43.	Tennessee	TN	No	0	0	0	0	0	0	0
44.	Texas	TX	No	0	0	0	0	0	0	0
45.	Utah	UT	No	0	0	0	0	0	0	0
46.	Vermont	VT	No	0	0	0	0	0	0	0
47.	Virginia	VA	No	0	0	0	0	0	0	0
48.	Washington	WA	No	0	0	0	0	0	0	0
49.	West Virginia	WV	No	0	0	0	0	0	0	0
50.	Wisconsin	WI	No	0	0	0	0	0	0	0
51.	Wyoming	WY	No	0	0	0	0	0	0	0
52.	American Samoa	AS	No	0	0	0	0	0	0	0
53.	Guam	GU	No	0	0	0	0	0	0	0
54.	Puerto Rico	PR	No	0	0	0	0	0	0	0
55.	U.S. Virgin Islands	VI	No	0	0	0	0	0	0	0
56.	Northern Mariana Islands	MP	No	0	0	0	0	0	0	0
57.	Canada	CN	No	0	0	0	0	0	0	0
58.	Aggregate Other Alien	OT	XXX	0	0	0	0	0	0	0
59.	Subtotal	XXX	0	0	132,754,622	0	0	0	132,754,622	0
60.	Reporting entity contributions for Employee Benefit Plans	XXX	0	0	0	0	0	0	0	0
61.	Total (Direct Business)	(a) 1	0	0	132,754,622	0	0	0	132,754,622	0
DETAILS OF WRITE-INS										
5801.		XXX								
5802.		XXX								
5803.		XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(a) Insert the number of yes responses except for Canada and other Alien.

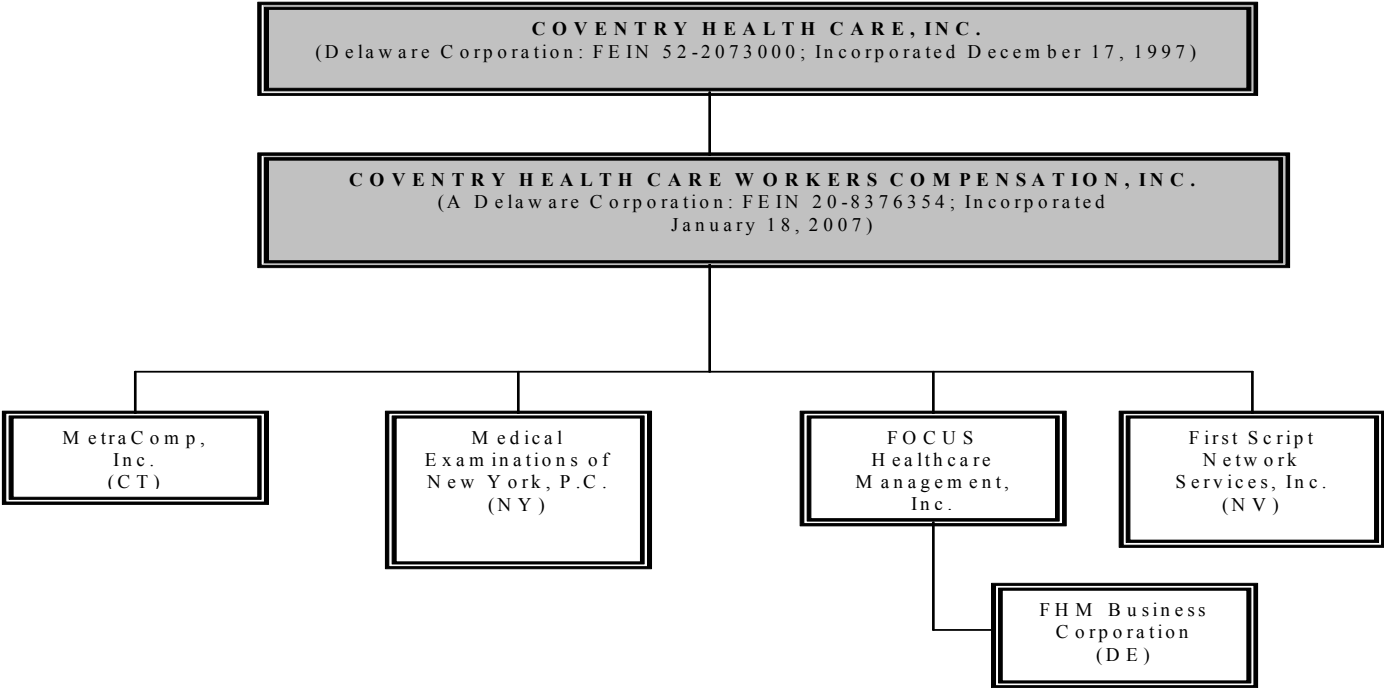
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



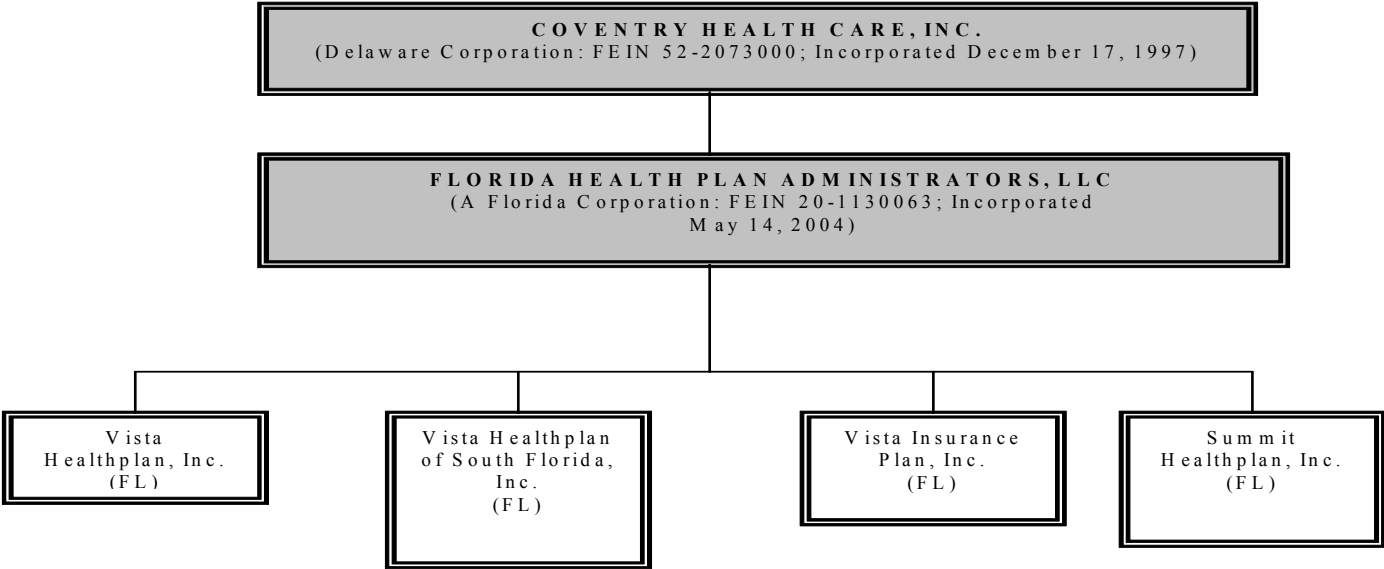
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

STATEMENT AS OF SEPTEMBER 30, 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator ^(a)
0399999 - Total - Bonds - U.S. Government						0	0	0	XXX
1099999 - Total - Bonds - All Other Government						0	0	0	XXX
1799999 - Total - Bonds - States, Territories and Possessions						0	0	0	XXX
2499999 - Total - Bonds - Political Subdivisions						0	0	0	XXX
3199999 - Total - Bonds - Special Revenue						0	0	0	XXX
3899999 - Total - Bonds - Public Utilities						0	0	0	XXX
.....14911R-AH-2.....	CATERPILLAR FIN SERV CRP.....		.....08/24/2007.....	DAIN RAUSCHER.....		97,408	100,000	1,051	1FE
.....45974V-B2-3.....	INTL LEASE FINANCE CORP.....		.....09/05/2007.....	FIRST TENNESSEE.....		99,328	100,000	134	1FE
4599999 - Total - Bonds - Industrial, Misc.						196,736	200,000	1,185	XXX
4699999 - Total - Bonds - Credit Tenant Loans						0	0	0	XXX
5399999 - Total - Bonds - Parent, Subsidiaries, Affiliates						0	0	0	XXX
6099997 - Total - Bonds - Part 3						196,736	200,000	1,185	XXX
6099999 - Total - Bonds						196,736	200,000	1,185	XXX
6199999 - Total - Preferred Stocks - Public Utilities						0	XXX	0	XXX
6299999 - Total - Preferred Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6399999 - Total - Preferred Stocks - Industrial, Misc.						0	XXX	0	XXX
6499999 - Total - Preferred Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
6599997 - Total - Preferred Stocks - Part 3						0	XXX	0	XXX
6599999 - Total - Preferred Stocks						0	XXX	0	XXX
6699999 - Total - Common Stocks - Public Utilities						0	XXX	0	XXX
6799999 - Total - Common Stocks - Banks, Trusts, Insurance						0	XXX	0	XXX
6899999 - Total - Common Stocks - Industrial, Misc.						0	XXX	0	XXX
6999999 - Total - Common Stocks - Parent, Subsidiaries, Affiliates						0	XXX	0	XXX
7099999 - Total - Common Stocks - Mutual Fund						0	XXX	0	XXX
7199999 - Total - Common Stocks - Money Market Mutual Fund						0	XXX	0	XXX
7299997 - Total - Common Stocks - Part 3						0	XXX	0	XXX
7299999 - Total - Common Stocks						0	XXX	0	XXX
7399999 - Total - Preferred and Common Stocks						0	XXX	0	XXX
.....
.....
7499999 - Totals						196,736	XXX	1,185	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0 .

STATEMENT AS OF SEPTEMBER 30, 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of by the Company During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change in Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Identification	Description	Foreign Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (11 + 12 - 13)	Total Foreign Exchange Change in B./A.C.V.	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	NAIC Designation or Market Indicator (a)	
0399999	Bonds - U.S. Governments				0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
1099999	Bonds - All Other Governments				0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
1799999	Bonds - States, Territories and Possessions				0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
2499999	Bonds - Political Subdivisions				0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
3128K4-L2-9	FG A43945	..09/01/2007	MBS PAYDOWN		3 884	3 884	3 971	3 901	.0	(16)	.0	(16)	.0	3 884	.0	.0	.0	.0	150	11/01/2035	1
31297P-Z2-0	FG A34361	..09/01/2007	MBS PAYDOWN		12 007	12 007	12 150	12 017	.0	(10)	.0	(10)	.0	12 007	.0	.0	.0	.0	448	10/01/2034	1
31371M-GA-9	FN 255893	..09/01/2007	MBS PAYDOWN		6 441	6 441	6 408	6 438	.0	3	.0	3	.0	6 441	.0	.0	.0	.0	238	06/01/2025	1
31407A-PZ-8	FN 824940	..09/01/2007	MBS PAYDOWN		5 242	5 242	5 270	5 245	.0	(2)	.0	(2)	.0	5 242	.0	.0	.0	.0	195	01/01/2035	1
31407H-3F-1	FN 831598	..09/01/2007	MBS PAYDOWN		7 737	7 737	7 625	7 726	.0	11	.0	11	.0	7 737	.0	.0	.0	.0	317	03/01/2036	1
31407T-JK-7	FN 840066	..09/01/2007	MBS PAYDOWN		7 123	7 123	7 177	7 131	.0	(7)	.0	(7)	.0	7 123	.0	.0	.0	.0	300	07/01/2035	1
31411V-GG-8	FN 915599	..09/01/2007	MBS PAYDOWN		1 063	1 063	1 035	.0	0	0	0	0	0	1 063	.0	.0	.0	.0	10	04/01/2037	1
3199999	Bonds - Special Revenues				43 497	43 497	43 636	42 457	0	(22)	0	(22)	0	43 497	0	0	0	0	1 659	XXX	XXX
3899999	Bonds - Public Utilities				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
4599999	Bonds - Industrial and Miscellaneous				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
4699999	Bonds - Credit Tenant Loans				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
5399999	Bonds - Parent, Subsidiaries and Affiliates				0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6099997	Bonds - Part 4				43 497	43 497	43 636	42 457	0	(22)	0	(22)	0	43 497	0	0	0	0	1 659	XXX	XXX
6099999	Total - Bonds				43 497	43 497	43 636	42 457	0	(22)	0	(22)	0	43 497	0	0	0	0	1 658	XXX	XXX
6199999	Preferred Stocks - Public Utilities				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6299999	Preferred Stocks - Banks, Trust and Insurance Companies				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6399999	Preferred Stocks - Industrial and Miscellaneous				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6499999	Preferred Stocks - Parent, Subsidiaries and Affiliates				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6599997	Preferred Stocks - Part 4				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6599999	Total - Preferred Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6699999	Common Stocks - Public Utilities				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6799999	Common Stocks - Banks, Trust and Insurance Companies				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6899999	Common Stocks - Industrial and Miscellaneous				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
6999999	Common Stocks - Parent, Subsidiaries and Affiliates				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7099999	Common Stocks - Mutual Fund				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7199999	Common Stocks - Money Market Mutual Funds				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7299997	Common Stocks - Part 4				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7299999	Total - Common Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7399999	Total - Preferred and Common Stocks				0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
7499999	Totals				43 497	XXX	43 636	42 457	0	(22)	0	(22)	0	43 497	0	0	0	0	1 658	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

STATEMENT AS OF SEPTEMBER 30, 2007 OF THE OmniCare Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

